

EXHIBIT E

**THE UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF ALABAMA**

GUIDEONE INSURANCE CO.)	
)	
Petitioner,)	
)	
v.)	CIVIL ACTION NO.: CV-_____
)	
KATHLEEN HOPKINS,)	
)	
Respondent.)	

AFFIDAVIT OF DENNIS BASDEN

STATE OF ALABAMA

COUNTY OF MONTGOMERY

BEFORE ME, the undersigned authority, a Notary Public in and for the State of Alabama, personally appeared Dennis Basden who is made known to me and who, being by me first duly sworn, deposes and says as follows:

1. My name is Dennis Basden and I am a resident of Brandon, Mississippi, Rankin County. I am over the age of eighteen (18) and I have personal knowledge of the facts set forth below.
2. I am the Sales Director of GuideOne in the Montgomery, Alabama.
3. On November 1, 2005, I, along with Claims Supervisor Mike Ellison, traveled to the GuideOne office of Hopkins for the purpose of retrieving GuideOne files and other Company materials. Hopkins was not at the office, but Hopkins' daughter-in-law, April Holton was at the office. Holton informed me and Ellison that none of GuideOne files were at the office and that Hopkins had the files at home copying them. Holton further informed us that the files might be ready for us to up on Friday.

4. I have reason to believe that Kathleen Hopkins is forming a new insurance agency in the same building as the previous GuideOne office in Montgomery, Alabama with her daughter-in-law, April Holton.

5. I have received information on at least one of GuideOne's customers that Hopkins had solicited business from that customer for her new insurance agency and that the customer's business was induced by quoting that customer a lower rate than he was paying with GuideOne.

6. As early as October 21, 2005, when I dialed Hopkins' GuideOne telephone number, the phone was answered "Hopkins and Holton Insurance."



DENNIS BASDEN, AFFIANT

Sworn to and subscribed before me on this the 3rd day of November, 2005.



NOTARY PUBLIC

My Commission Expires: 5/20/06

(SEAL)